



1-177A003

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606-3998
312-621-6200
FAX 312-621-6646

LAW DEPARTMENT

9375-E
RECORDED IN FILED 148

JUN 26 1991 -9 45 AM

June 20, 1991

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20006

RE: General American Transportation Corporation
Equipment Trust Series 75

Gentlemen:

Enclosed herewith are three signed copies of a Supplemental Agreement dated as of May 1, 1991, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$15.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on May 15, 1978 under Recordation No. 9375-E.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.
120 Wall Street
New York, NY 10043
Attention: Salvatore Mineo

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Terrence Heidkamp

If you have any questions, please call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso

Janice M. Alonso
Assistant Secretary

May 20, 1991
(1) Recording

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 75

9375-E
RECEIVED JUN 26 1991

JUN 26 1991 -9 45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 1, 1991
TO EQUIPMENT TRUST AGREEMENT DATED AS OF MAY 15, 1978

BY AND BETWEEN

CITIBANK, N.A. TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of May 1, 1991 by and between Citibank, N.A., as Trustee, and General American Transportation Corporation, a New York corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of May 15, 1978 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 75, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20 of the Interstate Commerce Act on May 15, 1978, Recordation No. 9375; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of May 1, 1991.

CITIBANK, N.A., TRUSTEE

By: _____


S. D. MINEO
ASSISTANT VICE PRESIDENT

ATTEST:



E. GIBBONS

Senior Trust Officer

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By: _____


Terence G. Bridge
Vice President

ATTEST:



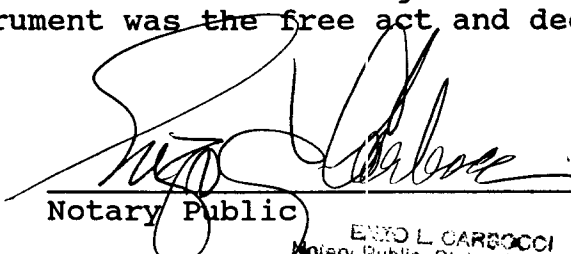
Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 6th day of June, 1991, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of Citibank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

ENZO L. CARBOCCI
Notary Public, State of New York
No. 43-5605585
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1992

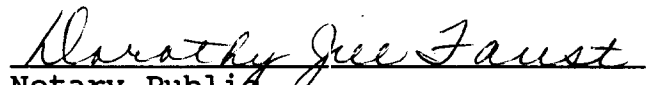
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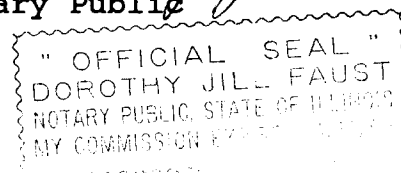
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this May 1, 1991, before me personally appeared T. G. Heidkamp, to me personally known, who, being by me duly sworn, says that he is Vice President of General American Transportation Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 75

CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 111A60-W-1	22,000	GATX 49009.	8-1988	\$34,930.00	\$38,919.00	\$ 38,919.00	7-1977	7-1977
1 Tank Car	DOT 105A300-W	33,500	GATX 49230.	3-1989	42,563.00	49,876.00	49,876.00	12-1977	12-1977
1 Tank Car	DOT 111A100-W-5	20,000	GATX 10452.	3-1989	35,355.00	41,430.00	41,430.00	8-1977	8-1977
1 Tank Car	DOT 111A100-W-1	20,000	GATX 10974.	4-1989	38,699.00	43,318.00	43,318.00	3-1977	3-1977
1 Tank Car	DOT 111A60-W-1	20,000	GATX 12397.	4-1989	35,564.00	41,674.00	41,674.00	12-1977	12-1977
1 Tank Car	DOT 105A300-W	33,500	GATX 49233.	5-1989	42,563.00	49,876.00	49,876.00	12-1977	12-1977
1 Tank Car	DOT 111A100-W-1	12,500	GATX 12698.	11-1989	31,334.00	35,073.00	35,073.00	9-1977	9-1977
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 47777.	3-1990	33,026.00	41,524.00	41,524.00	4-1977	4-1977
1 Tank Car	DOT 111A100-W-1	12,500	GATX 36466.	7-1990	30,779.00	34,133.00	34,133.00	4-1977	4-1977
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 47831.	9-1990	33,026.00	41,524.00	41,524.00	10-1977	10-1977
1 Tank Car	DOT 105A500-W	17,300	GATX 48862.	10-1990	37,163.00	41,212.00	41,212.00	7-1977	7-1977
1 Tank Car	DOT 111A60-W-1	12,500	GATX 29151.	11-1990	29,552.00	32,772.00	32,772.00	5-1977	5-1977
1 Tank Car	DOT 111A60-W-1	23,600	GATX 20681.	12-1990	35,921.00	39,835.00	39,835.00	10-1977	10-1977
13							<u>\$531,166.00</u>		

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 75

CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 111A60-W-1	10,000	GATX 18866.	\$39,201.00	\$39,459.00	\$ 39,459.00	12-1980	12-1980
1 Tank Car	DOT 111A60-W-1	10,000	GATX 18889.	39,395.00	39,655.00	39,655.00	12-1980	12-1980
4 Tank Cars	DOT 111A100-W-1	20,000	GATX 19278, 19282, 19285, 19286.	65,520.00	65,952.00	263,808.00	12-1980	12-1980
3 Tank Cars	DOT 105A400-W	33,500	GATX 31529-31531.	62,402.00	62,813.00	188,439.00	12-1980	12-1980
9						<u>\$531,361.00</u>		